

This instrument prepared by
Floyd Healy
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5/08/07 9:33:41
BK 2,675 PG 159
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

SUBSTITUTION OF TRUSTEE

WHEREAS, LaGlenda Dee Pollion executed a Deed of Trust dated April 27, 2006, in favor of Realty Title & Escrow Company, Inc., Trustee(s) and Mortgage Electronic Registration Systems, Inc., as nominee for Meritage Mortgage, Lender, for the benefit of the owner and holder of a certain indebtedness, Meritage Mortgage; and

WHEREAS, said Deed of Trust was filed of record on May 3, 2006, and recorded in Book 2463, at Page 725, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, said Deed of Trust was assigned to U.S. Bank National Association as trustee under Pooling and Servicing Agreement Dated as of August 1, 2006 MASTR Asset Backed Securities Trust 2006 HE3 Mortgage Pass-Through Certificates Series 2006 HE3, by an Assignment filed of record on January 26, 2007, and recorded in Book 2649, at Page 728, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, U.S. Bank National Association as trustee under Pooling and Servicing Agreement Dated as of August 1, 2006 MASTR Asset Backed Securities Trust 2006 HE3 Mortgage Pass-Through Certificates Series 2006 HE3, the legal holder of said Deed of Trust and the said indebtedness has requested foreclosure proceedings to be instituted; and

WHEREAS, U.S. Bank National Association as trustee under Pooling and Servicing Agreement Dated as of August 1, 2006 MASTR Asset Backed Securities Trust 2006 HE3 Mortgage Pass-Through Certificates Series 2006 HE3, the owner and legal holder of said indebtedness does hereby desire Floyd Healy to act as trustee in the place and stead of Realty Title & Escrow Company, Inc., or any subsequently appointed Substitute Trustee, as appointed under said Deed of Trust.

THEREFORE, the undersigned does hereby in accordance with the terms of said Deed of Trust, appoint, nominate and constitute the said Floyd Healy as Substitute Trustee in the place and stead of the said Realty Title & Escrow Company, Inc., or any subsequently appointed Substitute Trustee.

Default having been made in the payment of said indebtedness, U.S. Bank National Association as trustee under Pooling and Servicing Agreement Dated as of August 1, 2006 MASTR Asset Backed Securities Trust 2006 HE3 Mortgage Pass-Through Certificates Series 2006 HE3, the owner and legal holder has further requested that said Floyd Healy, Substitute Trustee under said Deed of Trust, proceed with foreclosure and to do any and all things necessary and in accordance with the terms of said Deed of Trust as though the said Floyd Healy had been originally appointed as Trustee hereunder.

Should U.S. Bank National Association as trustee under Pooling and Servicing Agreement Dated as of August 1, 2006 MASTR Asset Backed Securities Trust 2006 HE3 Mortgage Pass-Through Certificates Series 2006 HE3, become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid and to convey title to said foreclosure property to the Administrator of Veterans Affairs or the Secretary of Housing and Urban Development, or whomsoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested transfer of its bid to grantee(s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereto, that the Substitute Trustee was duly authorized and empowered to execute same.

IN WITNESS WHEREOF, the undersigned, owner and holder of said indebtedness has hereto caused this instrument to be executed by and through its duly authorized officers, this the 17 day of January, 2006.

Name: ~~Joseph V. Smith~~ John A. Dunning

Title: ~~Vice President~~ Vice President

U.S. Bank National Association as trustee under Pooling and Servicing Agreement Dated as of August 1, 2006 MASTR Asset Backed Securities Trust 2006 HE3 Mortgage Pass-Through Certificates Series 2006 HE3, by Barclays Capital Real Estate Inc. dba HomeEq Servicing, Attorney-in-Fact

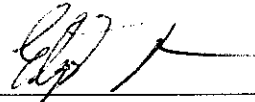
STATE OF NC

ACKNOWLEDGEMENT

COUNTY OF Wake

On this 17 day of January, 2007, before me personally appeared ~~Joseph V. Smith~~ John A. Dunning, to me personally well known, who acknowledged that s/he was the ~~Joseph V. Smith~~ John A. Dunning Vice President of Barclays Capital Real Estate Inc. dba HomeEq Servicing and that Barclays Capital Real Estate Inc. dba HomeEq Servicing was duly and properly appointed Attorney-in-Fact for U.S. Bank National Association as trustee under Pooling and Servicing Agreement Dated as of August 1, 2006 MASTR Asset Backed Securities Trust 2006 HE3 Mortgage Pass-Through Certificates Series 2006 HE3, and that s/he, as such officer, being authorized to do so, had executed the foregoing instrument of the purpose therein contained, by signing the same of the national association by him/herself as such officer.

Witness my hand and official seal this the 17 day of January, 2008. ⁷



Notary Public

My Commission Expires:

